

# ITEL

July 21, 1988

## IteI Rail Corporation

INTERSTATE COMMERCE COMMISSION  
55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000

Hon. Noreta R. McGee  
Secretary

Interstate Commerce Commission  
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

JUL 25 1988 11:30 AM

RECORDATION NO. 14785-6 FILED 1425

Re: Amendment No. 1 to Lease Agreement dated July 17, 1985,  
between IteI Rail Corporation and Kansas City Southern  
Railway Company

Dear Ms. McGee:

On behalf of IteI Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$26 recordation fee.

Please record this Amendment under the Lease Agreement dated as of July 17, 1985, between IteI Rail Corporation and Kansas City Southern Railway Company, which was filed with the ICC on September 9, 1985, under Recordation No. 14785. Please cross-index this Amendment to the Equipment Trust Agreement dated January 1, 1982, between IteI Rail Corporation and First Security Bank of Utah, which was filed with the ICC on September 20, 1983, under Recordation No. 14165.

The parties to the aforementioned instrument are listed below:

IteI Rail Corporation (Lessor)  
55 Francisco Street  
San Francisco, California 94133

Kansas City Southern Railway Company (Lessee)  
114 W. Eleventh Street  
Kansas City, Missouri 64105

This Amendment extends the term of the Lease Agreement with respect to forty-six (46) 50'10", 100-ton, XM boxcars bearing reporting marks 755001-755486 (n.s.).

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

*Patricia Schumacker*  
Patricia Schumacker  
Legal Department

THIS INSTRUMENT IS SUBJECT TO A SECURITY INTEREST IN  
FAVOR OF HELLER FINANCIAL, INC. UNDER THE HELLER  
FINANCIAL, INC. LOAN AND SECURITY AGREEMENT WITH ITEL  
RAIL CORPORATION DATED AS OF SEPTEMBER 30, 1986.

ASSIGNED TO FIRST SECURITY BANK  
OF UTAH, N.A., TRUSTEE, UNDER  
A LEASE ASSIGNMENT.

03/01/88

INTERSTATE COMMERCE COMMISSION

JUL 25 1988 11:30 AM

RECORDATION NO. 14785-6 Filed 1425

AMENDMENT NO. 1

AMENDMENT NO. 1 (the "Amendment") to the Lease Agreement dated as of July 17, 1985 (the "Agreement"), between ITEL RAIL CORPORATION ("Lessor") and THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("Lessee") is made this 19th day of July, 1988 by and between Lessor and Lessee.

RECITALS:

- A. Lessor and Lessee are parties to the Agreement pursuant to which forty-nine (49) boxcars bearing reporting marks from within the series KCS 755001 - 755486 (the "Cars") have been leased to Lessee by Lessor.
- B. The Cars bearing reporting marks KCS 755079, 755249, and 755320 were destroyed on November 26, 1986, June 20, 1986 and June 5, 1986, respectively.
- C. Lessor and Lessee desire to extend the term of the Agreement.

NOW THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to amend the Agreement as follows:

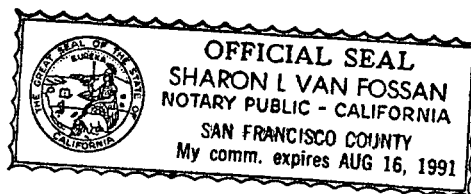
- 1. All terms defined in the Agreement shall have the meanings defined therein when used in this Amendment.
- 2. Equipment Schedule No. 1 attached to the Agreement is replaced by Equipment Schedule No. 1.A. attached hereto. All references to Equipment Schedule No. 1 in the Agreement are deemed to refer to Equipment Schedule No. 1.A.
- 3. Effective upon the execution of this Amendment, Subsection 2.B. is deleted and replaced by the following:

"2.B. Upon the expiration of the Initial Term with respect to the Cars listed on Equipment Schedule 1.A., the Agreement shall be extended with respect to such Cars through and including October 15, 1991 ('Extended Term')."
- 4. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.

STATE OF CALIFORNIA       )  
  ) ss:  
COUNTY OF SAN FRANCISCO )

On this 19th day of July, 1988, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Equipment Schedule No. 1.A. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Van Fossan  
Notary Public



STATE OF Missouri       )  
  ) ss:  
COUNTY OF Jackson )

On this 14th day of July, 1988, before me personally appeared L.D. Fields, to me personally known, who being by me duly sworn says that such person is Vice Pres Operations of The Kansas City Southern Railway Company that the foregoing Equipment Schedule No. 1.A. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

G.B. Niedermeyer  
Notary Public

G. B. NIEDERMEYER  
Notary Public - State of Missouri  
Commissioned in Jackson County  
My Commission Expires May 29, 1991